

Objection Deadline: December 26, 2013 at 4:00 p.m. (Prevailing Eastern Time)

MORRISON & FOERSTER LLP
1290 Avenue of the Americas
New York, New York 10104
Telephone: (212) 468-8000
Facsimile: (212) 468-7900
Gary S. Lee
Lorenzo Marinuzzi
Naomi Moss

*Counsel for the Debtors and
Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
-----)	

**NOTICE OF FILING OF RUST CONSULTING, INC.'S THIRD MONTHLY
FEE REPORT OF COMPENSATION FOR PROFESSIONAL SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED FOR
THE PERIOD FROM OCTOBER 1, 2013 THROUGH OCTOBER 31, 2013**

PLEASE TAKE NOTICE that pursuant to the *Order Authorizing the Payment of Fees to Rust Consulting, Inc. as Paying Agent Under the Amendment to the Consent Order* [Docket No. 4977] entered by the Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), Rust Consulting, Inc. ("Rust Consulting") is required to file with the Bankruptcy Court reports, on at least a quarterly basis, of compensation earned and expenses incurred in Rust Consulting's capacity as paying agent under the amendment to the Consent Order in the above-captioned chapter 11 cases of Residential Capital, LLC and its affiliated debtors (collectively, the "Debtors").

Attached hereto as Exhibit 1 is Rust Consulting's third monthly fee report for the period from October 1, 2013 through October 31, 2013 (the "Monthly Fee Report").

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Monthly Fee Report must be made in writing, conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Notice, Case Management, and Administrative Procedures approved by the Bankruptcy Court [Docket No. 141], be filed electronically by registered users of the Bankruptcy Court's electronic case filing system, and be served, so as to be received no later than **December 26, 2013 at 4:00 p.m. (Prevailing Eastern Time)**, upon: (a) counsel for the Debtors, Morrison & Foerster LLP, 1290 Avenue of the Americas, New York, NY 10104 (Attention: Gary S. Lee, Lorenzo Marinuzzi and Naomi Moss); (b) the Office of the United States Trustee for the Southern District of New York, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014 (Attention: Tracy Hope Davis, Linda A. Riffkin, and Brian S. Masumoto); (c) the Office of the United States Attorney General, U.S. Department of Justice, 950 Pennsylvania Avenue NW, Washington, DC 20530-0001 (Attention: US Attorney General, Eric H. Holder, Jr.); (d) Office of the New York State Attorney General, The Capitol, Albany, NY 12224-0341 (Attention: Nancy Lord, Esq. and Enid N. Stuart, Esq.); (e) Office of the U.S. Attorney for the Southern District of New York, One St. Andrews Plaza, New York, NY 10007 (Attention: Joseph N. Cordaro, Esq.); (f) counsel for Ally Financial Inc., Kirkland & Ellis LLP, 153 East 53rd Street, New York, NY 10022 (Attention: Richard M. Cieri); (g) counsel to Barclays Bank PLC, as administrative agent for the DIP lenders, Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, NY 10036 (Attention:

Ken Ziman & Jonathan H. Hofer); (h) counsel for the committee of unsecured creditors, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, NY 10036 (Attention: Kenneth Eckstein & Douglas Mannal); (i) counsel for Ocwen Loan Servicing, LLC, Clifford Chance US LLP, 31 West 52nd Street, New York, NY 10019 (Attention: Jennifer C. DeMarco and Adam Lesman); (j) counsel for Berkshire Hathaway Inc., Munger, Tolles & Olson LLP, 355 South Grand Avenue, Los Angeles, CA 90071 (Attention: Thomas Walper and Seth Goldman); (k) Internal Revenue Service, P.O. Box 7346, Philadelphia, PA 19101-7346 (if by overnight mail, to 2970 Market Street, Mail Stop 5-Q30.133, Philadelphia, PA 19104-5016); and (l) Securities and Exchange Commission, New York Regional Office, 3 World Financial Center, Suite 400, New York, NY 10281-1022 (Attention: George S. Canellos, Regional Director).

PLEASE TAKE FURTHER NOTICE that if a timely objection is filed and served, the Debtors will schedule a hearing with the Bankruptcy Court with respect to the objection to such fees and/or expenses stated in the Monthly Fee Report.

Dated: December 6, 2013
New York, New York

Respectfully submitted,

/s/ Gary S. Lee

Gary S. Lee

Lorenzo Marinuzzi

Naomi Moss

MORRISON & FOERSTER LLP

1290 Avenue of the Americas

New York, New York 10104

Telephone: (212) 468-8000

Facsimile: (212) 468-7900

*Counsel for the Debtors and
Debtors in Possession*

Exhibit 1

R E S C A P

December 6, 2013

Re: Rust Consulting (Monthly Fee Report)

In accordance with the *Order Authorizing the Payment of Fees to Rust Consulting, Inc. as Paying Agent Under the Amendment to the Consent Order* [Docket No. 4977], annexed herewith is the billing report of Rust Consulting, Inc. ("Rust") covering the period from October 1, 2013 through October 31, 2013 (the "Monthly Fee Report"). As reflected in the Monthly Fee Report, Rust seeks payment of \$1,213,063.04 for professional services rendered, and \$9,922.82 for expense reimbursements for this period.

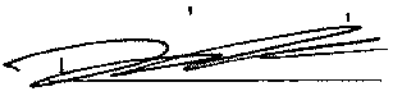
The professional services rendered by Rust and so covered by this Monthly Fee Report include:

- Finalize the content of the postcard for notification to borrowers regarding the timing of payments.
- Trace borrower addresses using the CLEAR database as requested by the Federal Reserve Board.
- Telephonic conferences with the Federal Reserve Board ("FRB") and the Debtors to reconcile the borrower population impacted by the FRB Settlement, discuss steps to exchange files related to upcoming events including; the borrower waterfall, borrower notice of the FRB Settlement, and planning for the distribution to borrowers.
- Various data tasks related to the reconciliation process and the calculation of borrower payment amounts.
- Quality assurance of the various data tasks performed.
- Receipt and processing of incoming forms related to the independent foreclosure review ("IFR"), borrower correspondence and general inquiries regarding the IFR program and the Settlement announcement.
- Manage call center for borrower inquiries regarding the IFR program and the FRB Settlement.

Attached please find: (i) a summary of amounts billed to certain project categories of professional services rendered, annexed hereto as Exhibit 1; (ii) a description of professional services and/or tasks comprising each project category for which Rust seeks compensation, annexed hereto as Exhibit 2; and (iii) the monthly invoice with supporting detail, including a

detailed list of expenses incurred in connection with these Chapter 11 cases for which Rust seeks reimbursement, annexed hereto as Exhibit 3.

Very truly yours,

A handwritten signature in black ink, appearing to read 'David Cunningham', written over a horizontal line.

David Cunningham
Director

Exhibit 1
Monthly Invoice Breakdown
October 1, 2013 – October 31, 2013

Invoice Category	Hours	Value
Class Data Management	n/a	\$5,525.95
Pre-Award Notification Postcards	n/a	\$1,160,070.00
Call Center & Website	n/a	\$27,034.19
Project Management	88.71	\$18,671.20
Technical Consulting	32.01	\$1,236.70
Expenses	n/a	\$9,922.82

Exhibit 2
Invoice Category Descriptions

Invoice Category	Service Description
Class Data Management	Data exchange and loading of address information provided by GMACM. Loading of address information obtained from CLEAR trace process.
Pre Award Notification Postcards	As required by the FRB, running each borrower record through the CLEAR trace database to verify or locate current address information for mailing. Updating database with new addresses.
Call Center & Website	Operation of the call center which fields calls into the toll free number provided to borrowers and the public to get information on the IFR program. This includes time from individual agents based upon the volume of calls received and management of that staff. Long distance charges associated with the incoming calls to the call center. Hosting the portal for GMACM to access information related to borrower files submitted to Rust for processing.
Project Management	Time associated with calls and meetings between IFR Project team/Rust IFR Program Management Team/GMACM/Federal Reserve Board. Internal planning for FRB Settlement execution, data exchange on waterfall, postcard

	<p>notification planning, payment scheduling and coordination.</p> <p>Processing correspondence and updating the borrower records with any information provided as necessary under the IFR program.</p> <p>Fielding borrower inquiries received from other avenues than the Rust IFR program call center; letters, emails, etc.</p>
Technical Consulting	<p>Time associated with planning and executing technical tasks required under the IFR program from Business Analysts.</p> <p>Data tasks related to the upfront CLEAR trace and data exchange with GMAC relevant to reconciliation of the borrower population under the FRB Settlement and assignments into IFR waterfall categories for payment amount determination.</p> <p>Quality assurance time associated with the data tasks.</p>
Expenses	As detailed on the invoice.

Exhibit 3



Invoice

625 MARQUETTE AVENUE, SUITE 880
MINNEAPOLIS, MN 55402
P 612.359.2000 | F 612.359.2050
WWW.RUSTCONSULTING.COM

DATE: 11/26/13
INVOICE #: 13-5872
MATTER #: 401100

TO: Dave Cunningham
Residential Capital, LLC
1100 Virginia Drive, Suite 250
Fort Washington, PA 19034
dave.cunningham@gmacm.com

PROJECT
<i>GMACM - Alternate Resolution Project</i> <i>October 2013 Claims Administration Services</i>

Class Data Management	\$ 5,525.95
Pre Award Notification Postcards	1,160,070.00
Call Center & Website	27,034.19
Distribution Expenses and Tax Reporting	525.00
Project Management	18,671.20
Technical Consulting	1,236.70
Expenses: Other Charges and Out-of-pocket Costs	<u>9,922.82</u>
Total Due	<u>\$ 1,222,985.86</u>

WIRE INFORMATION

ACCOUNT: [REDACTED]
ABA/ROUTING: [REDACTED]
BANK: [REDACTED]
BANK CONTACT: [REDACTED]
REFERENCE: INVOICE NUMBER

PAYMENT TERMS: NET DUE UPON RECEIPT

PAYMENT MAILING ADDRESS

PO BOX 142589
DRAWER #9051
IRVING, TX 75014-2589



DATE: 11/26/13
INVOICE #: 13-5872
MATTER #: 401100

TRANSACTION DETAIL	VOLUME	RATE (\$)	TOTAL (\$)
--------------------	--------	-----------	------------

Class Data Management

Data Work for Borrowers			5,525.95
SUBTOTAL			5,525.95

Pre Award Notification Postcards

SETUP & DATA SCREENING/UPDATING

Up Front CLEAR Manual Traces	232,014	5.00	1,160,070.00
SUBTOTAL			1,160,070.00

Call Center & Website

CALL CENTER

Call Center Management - blended rates			1,968.50
Telephone Support			19,685.00
Interactive Voice Response (Q&A only)	10,005.63	0.39	3,902.20
800# Charges	10,940.9	0.11	1,203.50

WEBSITE

Monthly Maintenance/Hosting	1	275	275.00
SUBTOTAL			27,034.19

Distribution Expenses and Tax Reporting

DISTRIBUTION EXPENSES

Monthly Bank Account Fee	1	175	175.00
Monthly Bank Account Fee - Sweep Account	1	350	350.00
SUBTOTAL			525.00

Inv# 135872
Date Nov 26, 2013
Client Number 4011

Dave Cunningham
Residential Capital, LLC
1100 Virginia Drive
190-FTW-K50
Fort Washington, PA 19034
dave.cunningham@gmamc.com

Re: GMACM - ARP - Project Database 401102

For Professional Services Rendered:

TIMEKEEPER		RATE	HOURS	FEES
Bernadette Lex	BL	175.00	1.90	332.50
Brent Honeycutt	BH	188.00	2.10	394.80
Christy Gilman	CG	188.00	0.10	18.80
Daniel Hanson	DH	163.00	3.25	529.75
Garret Hovey	GH	175.00	13.05	2,283.75
Joel Cooper	JC	175.00	1.00	175.00
Kalyani Subramanya	KS	163.00	1.25	203.75
Kari Mason	KM	175.00	4.10	717.50
Mike Cole	MC	206.00	1.40	288.40
Ron Swinehart	RS	188.00	1.40	263.20
Thomas Cooper	TC	175.00	1.50	262.50
Tracey Rolle	TR	80.00	0.70	56.00
Total Fees:				5,525.95
10/01/13	JC	Data Analysis & Formatting	1.00	175.00
10/01/13	GH	Data Analysis & Formatting	0.25	43.75
10/01/13	DH	Data Analysis & Formatting - Quality Assurance	1.50	244.50
10/04/13	CG	Data Loading	0.10	18.80
10/08/13	GH	Data Analysis & Formatting	2.72	476.00
10/08/13	KS	Data Analysis & Formatting - Quality Assurance	0.50	81.50
10/09/13	RS	Data Loading	1.40	263.20
10/09/13	KM	Data Analysis & Formatting	0.60	105.00
10/14/13	KM	Data Analysis & Formatting	0.50	87.50
10/14/13	DH	Data Analysis & Formatting - Quality Assurance	0.75	122.25
10/15/13	MC	Data Loading	0.60	123.60
10/16/13	GH	Data Analysis & Formatting	1.26	220.50
10/17/13	GH	Data Analysis & Formatting	0.64	112.00
10/21/13	TC	Data Loading	1.30	227.50
10/22/13	GH	Data Analysis & Formatting	3.18	556.50

Inv# 135872
Date Nov 26, 2013
Client Number 4011

10/22/13	DH	Data Analysis & Formatting - Quality Assurance	1.00	163.00
10/22/13	TC	Data Loading	0.20	35.00
10/22/13	TR	Data Receipting	0.70	56.00
10/23/13	GH	Data Analysis & Formatting	1.16	203.00
10/24/13	GH	Data Analysis & Formatting	1.34	234.50
10/25/13	GH	Data Analysis & Formatting	0.18	31.50
10/28/13	MC	Data Loading	0.40	82.40
10/29/13	KM	Data Analysis & Formatting	1.40	245.00
10/29/13	GH	Data Analysis & Formatting	2.32	406.00
10/29/13	KS	Data Analysis & Formatting - Quality Assurance	0.50	81.50
10/29/13	BH	Data Analysis & Formatting	1.30	244.40
10/30/13	MC	Data Loading	0.40	82.40
10/30/13	KM	Data Analysis & Formatting	1.60	280.00
10/30/13	KS	Data Analysis & Formatting - Quality Assurance	0.25	40.75
10/30/13	BH	Data Analysis & Formatting	0.80	150.40
10/30/13	BL	Data Analysis & Formatting	1.90	332.50

Total Services 5,525.95

Total Expenses .00

Total This Matter 5,525.95

Inv# 135872
Date Nov 26, 2013
Client Number 4011

Re: GMACM - ARP - Project Management & Reporting 401106

For Professional Services Rendered:

TIMEKEEPER			RATE	HOURS	FEEs
CSR	140	140	52.00	13.10	681.20
Ann Haan		AH	164.00	101.50	16,646.00
Theresa Collins		TAC	192.00	7.00	1,344.00
Total Fees:					18,671.20
10/01/13	TAC	Conference Calls/Project Meetings		0.25	48.00
10/01/13	AH	Project Planning		4.00	656.00
10/02/13	TAC	Conference Calls/Project Meetings		0.50	96.00
10/02/13	AH	Project Planning		4.75	779.00
10/03/13	TAC	Conference Calls/Project Meetings		0.50	96.00
10/03/13	140	Escalated Call Support		4.55	236.60
10/04/13	TAC	Conference Calls/Project Meetings		0.25	48.00
10/04/13	AH	Project Planning		5.00	820.00
10/07/13	TAC	Conference Calls/Project Meetings		0.25	48.00
10/07/13	AH	Project Planning		4.50	738.00
10/08/13	TAC	Conference Calls/Project Meetings		0.25	48.00
10/08/13	140	Escalated Call Support		0.18	9.36
10/08/13	AH	Project Planning		5.75	943.00
10/09/13	TAC	Conference Calls/Project Meetings		0.25	48.00
10/09/13	AH	Conference Calls/Project Meetings		6.50	1,066.00
10/10/13	TAC	Conference Calls/Project Meetings		0.25	48.00
10/10/13	AH	Project Planning		3.75	615.00
10/11/13	TAC	Conference Calls/Project Meetings		0.25	48.00
10/11/13	140	Escalated Call Support		0.26	13.52
10/11/13	AH	Project Planning		5.50	902.00
10/14/13	TAC	Conference Calls/Project Meetings		0.25	48.00
10/14/13	140	Escalated Call Support		0.75	39.00
10/14/13	AH	Project Planning		5.25	861.00
10/15/13	TAC	Conference Calls/Project Meetings		0.25	48.00
10/15/13	AH	Project Planning		8.25	1,353.00
10/16/13	140	Escalated Call Support		1.22	63.44
10/16/13	AH	Conference Calls/Project Meetings		2.75	451.00
10/17/13	140	Escalated Call Support		1.39	72.28
10/17/13	AH	Project Planning		2.25	369.00
10/18/13	AH	Client Inquiries & Reporting		0.50	82.00
10/21/13	TAC	Conference Calls/Project Meetings		0.25	48.00
10/22/13	TAC	Conference Calls/Project Meetings		0.25	48.00
10/22/13	140	Escalated Call Support		0.28	14.56
10/22/13	AH	Client Inquiries & Reporting		6.50	1,066.00

Inv# 135872
Date Nov 26, 2013
Client Number 4011

10/23/13	TAC	Conference Calls/Project Meetings	1.00	192.00
10/23/13	140	Escalated Call Support	0.44	22.88
10/23/13	AH	Conference Calls/Project Meetings	7.50	1,230.00
10/24/13	TAC	Conference Calls/Project Meetings	0.50	96.00
10/24/13	140	Escalated Call Support	0.14	7.28
10/24/13	AH	Client Inquiries & Reporting	5.25	861.00
10/25/13	TAC	Conference Calls/Project Meetings	0.50	96.00
10/25/13	140	Escalated Call Support	1.90	98.80
10/25/13	AH	Client Inquiries & Reporting	2.50	410.00
10/28/13	TAC	Conference Calls/Project Meetings	0.25	48.00
10/28/13	140	Escalated Call Support	0.99	51.48
10/28/13	AH	Client Inquiries & Reporting	5.50	902.00
10/29/13	TAC	Conference Calls/Project Meetings	0.25	48.00
10/29/13	140	Escalated Call Support	1.00	52.00
10/29/13	AH	Client Inquiries & Reporting	4.75	779.00
10/30/13	TAC	Conference Calls/Project Meetings	0.50	96.00
10/30/13	AH	Project Planning	5.00	820.00
10/30/13	AH	Conference Calls/Project Meetings	0.75	123.00
10/31/13	TAC	Conference Calls/Project Meetings	0.25	48.00
10/31/13	AH	Client Inquiries & Reporting	5.00	820.00

Total Services 18,671.20

Total Expenses .00

Total This Matter 18,671.20

Inv# 135872
Date Nov 26, 2013
Client Number 4011

Re: GMACM - ARP - Technical Consulting

401107

For Professional Services Rendered:

TIMEKEEPER		RATE	HOURS	FEEs
Greg Brown	GSB	141.00	0.10	14.10
Hai Bui	HB	141.00	0.60	84.60
Kalene Jones	KLJ	180.00	0.75	135.00
Kari Mason	KM	175.00	1.90	332.50
Kevin Hartman	KH	185.00	0.40	74.00
Lee Anderson	LA	141.00	0.40	56.40
Mahin Alam	MA	185.00	0.10	18.50
Mark Kitoski	MK	163.00	1.40	228.20
Rebecca Howe	RH	163.00	1.80	293.40
Total Fees:				1,236.70
10/01/13	KLJ	Conference Calls/Project Meetings	0.75	135.00
10/01/13	MA	Application	0.10	18.50
		Modification/Development		
10/02/13	RH	Distribution File - Quality Assurance	0.40	65.20
10/08/13	LA	Application	0.40	56.40
		Modification/Development		
10/21/13	RH	Distribution File - Quality Assurance	0.10	16.30
10/22/13	HB	Application	0.10	14.10
		Modification/Development		
10/22/13	RH	Distribution File - Quality Assurance	0.20	32.60
10/23/13	RH	Distribution File - Quality Assurance	0.40	65.20
10/24/13	MK	Distribution File - Quality Assurance	0.60	97.80
10/24/13	HB	Application	0.20	28.20
		Modification/Development		
10/25/13	KH	Application Setup & Configuration	0.40	74.00
10/25/13	MK	Distribution File - Quality Assurance	0.80	130.40
10/28/13	KM	Generate Supplemental Notice Files	1.90	332.50
10/29/13	HB	Application	0.30	42.30
		Modification/Development		
10/30/13	GSB	Application	0.10	14.10
		Modification/Development		

Inv# 135872
Date Nov 26, 2013
Client Number 4011

10/30/13	RH	Distribution File - Quality Assurance	0.70	114.10
----------	----	---------------------------------------	------	--------

Total Services	1,236.70
----------------	----------

Total Expenses	.00

Total This Matter	1,236.70

Inv# 135872
Date Nov 26, 2013
Client Number 4011

Re: GMACM - ARP - Expenses 401190

For Professional Services Rendered:

Expense Detail:

Reference	Date	Description	Amount
-----	----	-----	-----
Postage/Federal Express			
	10/31/13	Postage; 2 pieces	1.10
		Subtotal	1.10
Shredding/Storage			
	10/30/13	Storage and/or Shredding 255 Boxes	510.00
	10/31/13	Data Storage October 2013	7,178.12
	10/31/13	Storage and/or Shredding 6 Boxes	12.00
		Subtotal	7,700.12
Photocopies/Faxing/Printing			
	10/31/13	Photocopies/Faxing/Printing; 1056	211.20
	10/31/13	Photocopies/Faxing/Printing	10.40
		Subtotal	221.60
Website Hosting			
	10/31/13	Portal Access Charge; 25 Users	2,000.00
		Subtotal	2,000.00
Total Expenses			9,922.82

Total This Matter			9,922.82
